

(Per ILA Approval Requirements)

☒ **CA Approval**

☐ **JB Approval**

REGIONAL FARE COORDINATION SYSTEM

CHANGE ORDER NO. 41

CONTRACTOR: **ERG Transit Systems (USA) Inc.**
CONTRACT NUMBER: **229944**

This Change Order to Contract #229944 ("Change Order") is executed as of 6/12/09 by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Background

A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

B. The Agencies and the Contractor desire to execute this Change Order No 41 and the attached Amendment 47, to modify the Contract Division II, Section 6.II-5.2.3.2 and Exhibit 9, Price Schedule, Section VI, "Implementation Special Programs." The purpose of this change is to modify the transaction expiration period from 30 days to 7 days.

Changes

The Agencies and the Contractor hereby agree to the following changes to the Contract:

1.0 Division II Changes

The following section of Division II, Section 6.II-5.2.3.2 Data Upload (Transaction Acquiring) is revised to read as follows:

5.2.3.2 Data Upload (Transaction Acquiring)

RFCS is envisioned primarily as an off-line accountable system with transaction data being collected by remote processors or transaction devices, assembled in transaction batches, and depending on the specific interface, but typically once per twenty four hours, is submitted to the clearinghouse system.

The Contractor shall be responsible for accurate and timely acquiring of at least the following transaction batches. In addition, there are on-line interface requirements for certain administrative transactions between the central system and the customer service offices and the Contractor's call center.

- (a) Off-line batch transactions shall include:
 - i. Fare payment transactions
 - ii. Revalue transactions
 - iii. Cancellation and reversal transactions
 - iv. Confirmation of blocks, option changes, and revalues
 - v. Fare table updates
 - vi. Credit and debit card settlement files

- (b) Administrative transactions - both on-line to central system database and in off-line batch transaction mode - shall include:
 - i. Account set up
 - ii. Initialize and issue fare cards
 - iii. Updates to account information
 - iv. Balance inquiries
 - v. Revalue cards
 - vi. Provide card balance information
 - vii. Provide previous transaction information
 - viii. Report lost/stolen or malfunctioning cards - card and function block
 - ix. Function and card Unblock
 - x. Change cardholder options / privileges
 - xi. Card replacements (restore balance)
 - xii. Collect/update cardholder personal identifying information
 - xiii. Link fare card using a PIN
 - xiv. Enroll in automatic revaluing program
 - xv. Process customer initiated (phone and mail) revalue requests
 - xvi. Problem reporting
 - xvii. Authorize card value refunds and replacements
 - xviii. Card value adjustments

(c) The Contractor shall include in the RFCS a Transaction Expiration period (the period after which a transaction will be considered as expired and will not be settled), and a Deferred Refund/Replacement period (the period at which the system calculated value that can be refunded or added to a replacement card). These periods shall be set to seven (7) days for both.

(e)(d) The Contractor shall provide capabilities of the reporting of all batch transactions including:

- i. Any transactions rejected for failing integrity checks, including duplicate detection.
- ii. Missing transactions (gaps) from any device
- iii. Secure logging of all incoming transactions and a complete audit trail of all transaction-based activity
- iv. The Contractor will also provide backup procedures for uploading transactions in the event that the primary data path is unavailable or fails.

(d)(e) The Contractor shall implement and operate an on-line interactive transaction interface to support CSOs and the call center operation. This interface shall be used for the set of administrative transactions listed above.

2.0 Compensation Changes

Exhibit 9, Price Schedule, is hereby amended without further execution as provided in Amendment 47 attached hereto as "Change Order No 41 - Attachment A", to add a new Special Program to provide the fixed compensation due for all the Work of this Change Order.

3.0 Other Terms and Conditions

Except as expressly amended by this Change Order, the Contract remains in full force and effect. All other provisions of the Contract not referenced in this Change Order 41 shall remain in effect unless modified in other executed Amendments and Change Orders.

IN WITNESS WHEREOF, the parties hereto have executed this Change Order No.41 to Contract #229944 as of the date set forth below its signature.

ERG Transit Systems (USA) Inc.

By: [Signature]

Its: VP Finance

Date: 06/09/2009

The Agencies

By: Candace Carlson

Their: Contract Administrator

On behalf of the Agencies

Date: June 12, 2009

Change Order No. 41 - Attachment A

Amendment 47 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment 47 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this 12th day of June, 2009, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

B. The Agencies and the Contractor desire to amend the Special Programs Section in Section VI, Implementation, of Exhibit 9, Price Schedule, in connection with the Work described in Change Order 41 to which this is attached.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Agencies and the Contractor hereby agree to amend the Contract as follows:

Section 1.0 Price Schedule

The Special Programs Section of Exhibit 9, Price Schedule, is hereby amended to read as follows:

SPECIAL PROGRAMS

LUMP SUM COST

Original Contract

A. PARATRANSIT	\$70,476
B. VANPOOL	\$70,476

Change Order No. 1

A. KCM RCU Conceptual Design (Not to Exceed plus reimbursable travel expenses)	\$26,795
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Change Order No. 11

WSF GAK Implementation	\$241,584
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Change Order No. 15

WSF Gate & POS Simulator	\$24,614
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Change Order No. 16

KT PFTP Implementation	
1. Phase 1 FDR through Beta Test Readiness	\$79,698
2. Phase 2 After Beta Test Readiness	\$46,683
TOTAL IMPLEMENTATION:	\$126,381

Change Order No. 18

KCM DDU Functionality when ARI enters Init Mode	\$10,985
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Change Order No. 19

KCM DDU Auto Logoff and Power Down	\$7,054
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Change Order No. 20

Beta Card Production	\$20,000
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Change Order No. 25

CST Monitors for Beta Test Developmental Units 5 CSTs @ \$800 each	\$4,000
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Change Order No. 29

Addition of Cardholder Website content to Call Center & Walk-in Center training courses and materials	\$3,675
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Change Order No. 30

Revise card graphics to include 8-digit Card Serial Number on the card	\$2,072
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Change Order No. 31

CST Functionality to override card printing requirements	\$6,637
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Amendment No 47

Change Order No. 34

Cardholder Website update to perform payment processing functions for Unregistered Cards	\$33,067
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Change Order No. 35

UW Card serial number placement on back of Campus Card	\$896
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Change Order No. 36

WSF Commercial Account Card requirements	\$37,815
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Change Order No. 37

Data Update Functionality	\$83,189
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Amendment No. 31

Change fare card Primary Graphics and Primary Printing requirements for Standard and Disposable Fare Card as well as the Secondary Printing requirements for Business Account and Operator Cards.	\$2,986
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Amendment No. 34

Change the Regional Reduced Fare Permit (RRFP) card front and back primary and secondary graphics.	\$5,159
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Amendment No. 37

Modify the existing report, Institutional Card Status Report, to remove the first and last name fields and to add a new field to indicate if the card is "registered".	\$3,750
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Change Order No. 39

Business Account Web Changes	\$9,108
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Change Order No. 41

Contractor shall modify the transaction expiration period from 30 days to 7 days.	
TOTAL	\$8948